

JOYCE W. LINDAUER
Attorneys at Law
8140 Walnut Hill Lane
Suite 301
Dallas, Texas 75231
(972) 503-4033 Telephone
(972) 503-4034 Facsimile

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

**ASPEN MAIN STREET
PROPERTIES, INC.,**

Debtor.

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CASE NO. 10-31829

CHAPTER 11

**MOTION TO SELL REAL PROPERTY
FREE AND CLEAR OF LIENS, CLAIMS AND ENCUMBRANCES
AND APPROVAL OF BID AND PROPOSED SALE PROCEDURES**

TO THE HONORABLE UNITED STATES BANKRUPTCY COURT:

COMES NOW, Aspen Main Street Properties, Inc. (the "Debtor"), the debtor-in-possession in the above-styled and numbered bankruptcy proceeding and files this its Motion to Sell Real Property Free and Clear of Liens, Claims and Encumbrances and Approval of Bid and Proposed Sale Procedures and in support of same would respectfully show the Court the following:

1. The Court has jurisdiction over this matter pursuant to 11 U.S.C. Section 363(b) and (f) and 365(b) and (f)(2) and 28 U.S.C. Sections 1334 and 157. This is a core proceeding.

2. Debtor desires to sell the real property located at Lots E, F, G and the easterly 10 Feet of Lot D, Block 98, city and townsite of Aspen and Lots 5, 6, 7 and the easterly 10 feet of Lot 4, Block 29, East Aspen Additional Townsite and all improvements thereon, more completely described in **Exhibit "A"** attached hereto, by public auction at the United States Bankruptcy Court for the Northern District of Texas, 1100 Commerce St., 14th Floor, Dallas, Texas 75242. **The sale shall be conducted on or about August 1, 2010 or such later time as the Court approves for the sale.**

3. The sale shall be free and clear of all liens, claims and encumbrances, and such liens, claims and encumbrances shall attach to the sales proceeds. The sales proceeds will be held in a separate segregated Debtor-in-Possession account pending order of distribution approved by this Court to be paid pursuant to a confirmed Plan of Reorganization if not prior approved by order of the Court. Alpine Bank may exercise its right to credit bid at the sale as permitted by the Bankruptcy Code.

4. The auction sale of the property has been disclosed to Alpine Bank, the lender with the first lien on the property behind any ad valorem taxes that may be owed and the ad valorem taxes and any pro-rations will be paid pursuant to an Order of Confirmation or prior order entered by the Court. The sale shall also be free and clear of any mechanics and materialman's liens on the property, if any and such creditors are being given notice of the sale.

5. The reasonable and necessary closing costs will be paid pursuant to a contract of sale. Debtor is marketing the property through a broker who shall have its employment and fee approved prior to a sale of the property. The Debtor may also advertise the sale of the property in any commercially reasonable manner including such property on sites such as Loopnet. The advertised price shall be at least \$15,000,000.00.

6. A sale of the property is in the best interest of the Debtor and its creditors. The Debtor has been attempting to sell the property. Due to non-disclosures and confidentiality agreements executed by many buyers prior to the bankruptcy filing in conjunction with the sale of Alpine Bank's note many potential buyers were unable to actually speak with the Debtor and the developer about the property. The Debtor believes the proposed auction sale will provide good offers with reasonable prospects of closing.

7. The Debtor estimates that this sale will allow the Debtor to pay its creditors with allowed secured claims, priority claims and unsecured claims. The estimated claim amounts are set forth as follows: Alpine Bank \$11,250,000, Taxing Authorities \$63,130.87, and Unsecured Claims \$381,343.00 (estimated claims). The equity holders have invested in excess of \$7,000,000 in this project.

8. The Debtor proposes that the Court approves the Bid and Proposed Sale Procedures as follows:

- (a) Sale to be conducted at the Bankruptcy Court at 1100 Commerce St., 14th Floor, Dallas, Texas 75242 or such other space available depending on the number of bidders.
- (b) Debtor will conduct the Auction Sale.
- (c) All bidders must be prepared to deposit 5 % of their successful bid by the close of business on the day of the sale.
- (d) The successful bidder will deliver the balance of the payment within 30 days, to be made by cashier's check, to counsel for the Debtor, Joyce Lindauer at 8140 Walnut Hill Lane, Suite 301, Dallas, Texas 75231.
- (e) In the event the successful bidder fails to deliver the payments, the next highest bidder will be the successful bidder and deliver a cashier's check within 30 days to counsel for the Debtor, Joyce Lindauer at 8140 Walnut Hill Lane, Suite 301, Dallas, Texas 75231.

- (f) In the event the first two successful bidders fail to deliver the payments, the third highest bidder will be the successful bidder and deliver a cashier's check within 30 days to counsel for the Debtor, Joyce Lindauer at 8140 Walnut Hill Lane, Suite 301, Dallas, Texas 75231.
- (g) Any prospective purchaser may visit with the Debtor and the developer as needed in order to do due diligence on this property in order to formulate a bid or to complete the sale.
- (h) Alpine Bank shall fully cooperate in this sale process and shall not seek to enforce any restrictions on the ability of the Debtor to fully market the property for sale.

WHEREFORE, PREMISES CONSIDERED, the Debtor prays that the Motion be granted as being in the best interest of the estate and the creditors; and for such other and further relief to which Debtor may show itself justly entitled.

DATED: May 20, 2010.

Respectfully submitted,

**JOYCE W. LINDAUER
ATTORNEYS AT LAW
8140 Walnut Hill Lane
Suite 301
Dallas, Texas 75231
(972) 503-4033 Telephone
(972) 503-4034 Facsimile**

By: Joyce Lindauer
Joyce Lindauer
State Bar No. 21555700

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the above and foregoing Motion to Sell Real Property Free and Clear of Liens, Claims and Encumbrances and Approval of Bid and Proposed Sale Procedures was sent on or before May 20, 2010 by First Class Mail and any entity which

has expressed an interest in purchasing the property, all parties requesting notice in the case, all equity security holders of the debtor, and all parties on the attached mailing matrix.

/s/ Joyce W. Lindauer
Joyce W. Lindauer